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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**DECLARATION OF RICHARD M. GOLDMAN IN SUPPORT OF  
REORGANIZED DEBTORS' MOTION FOR AN ORDER TO COMPEL  
COMPLIANCE WITH, AND TO IMPLEMENT, THE MODIFIED PLAN,  
PLAN MODIFICATION ORDER AND RELATED DOCUMENTS**

I, Richard M. Goldman, submit this declaration (this "Declaration") under  
28 U.S.C. § 1746 and state:

1. I am a member of the Bar of the State of New York and an associate  
with the law firm of Togut, Segal & Segal LLP, counsel to DPH Holdings Corp. ("DPH  
Holdings" or "DPH," and, together with certain of its affiliated reorganized debtors in  
the above-captioned chapter 11 cases, the "Reorganized Debtors").

2. I am in all respects competent to make this Declaration, which I  
submit for all permissible purposes under the Federal Rules of Bankruptcy Procedure,  
the Federal Rules of Civil Procedure and Federal Rules of Evidence in support of the

Reorganized Debtors' Motion for an Order to Compel Compliance With, and to Implement, the Modified Plan, Plan Modification Order and Related Documents (the "Motion").<sup>1</sup>

3. Attached hereto as Exhibit 1 is a true and correct copy of the MDA, excluding any schedules, exhibits, supplements or amendments thereto.

4. Attached hereto as Exhibit 2 is a true and correct copy of a Certificate of Conversion that General Motors Company filed with the Secretary of State for the State of Delaware on October 16, 2009.

5. Attached hereto as Exhibit 3 is a true and correct copy of the Funding Agreement, including Attachment A, but excluding any amendments, schedules or supplements thereto.

6. Attached hereto as Exhibit 4 is a true and correct copy of New GM's August 1, 2012 correspondence.

7. Attached hereto as Exhibit 5 is a true and correct copy of the Demand Letter.

8. Attached hereto as Exhibit 6 is a true and correct copy of New GM's response to the Demand Letter, dated July 3, 2013.

9. Attached hereto as Exhibit 7 is a true and correct copy of the July 2013 Wind Up Budget, in redacted form.

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<sup>1</sup> All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

I declare under the penalty of perjury that the foregoing is true and correct  
to the best of my knowledge, information and belief.

Executed On: July 3, 2013  
New York, New York

/s/ Richard M. Goldman  
RICHARD M. GOLDMAN